

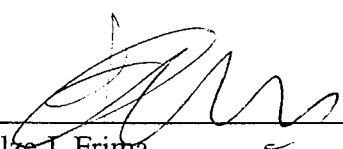
UNOCAL PIPELINE COMPANY

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that she is a duly elected and acting Assistant Secretary of UNOCAL PIPELINE COMPANY, a California corporation (the "Company"), and hereby further certifies that attached hereto as Exhibit A is a true and complete copy of the duly adopted bylaws of the Company, which bylaws are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this certificate and affixed the seal of the Company on this 21st day of February, 2001.

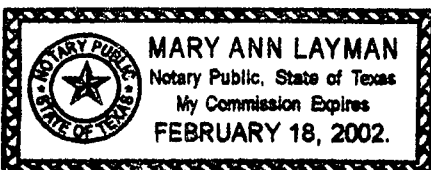
[SEAL]

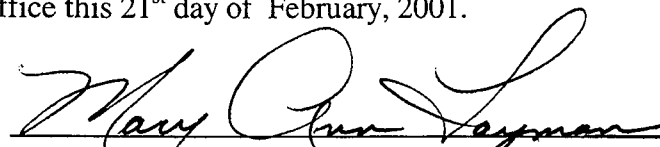
By: 
Name: Elze J. Frima
Title: Assistant Secretary of
Unocal Pipeline Company

STATE OF TEXAS)
) ss:
COUNTY OF FORT BEND)

BEFORE ME, the undersigned, a Notary Public in and for the State of Texas, County of Fort Bend, on this day personally appeared Elze J. Frima, known to me to be the person whose name is subscribed to the foregoing instrument, who being duly sworn, did say that she is an Assistant Secretary of Unocal Pipeline Company, a California corporation, and acknowledged to me that she executed said instrument as her free act and deed in said capacity, and as the free act and deed of said corporation, and that the affixed seal is the corporate seal of said corporation.

GIVEN under my hand and seal of office this 21st day of February, 2001.




Notary Public

My commission expires on: FEB. 18, 2002

BYLAWS
OF
UNOCAL PIPELINE COMPANY

ARTICLE I
FISCAL YEAR

Section 1. The fiscal year of Unocal Pipeline Company (hereinafter called the "Corporation") shall end on the thirty-first day of December of each year.

ARTICLE II
OFFICES

Section 1. Principal Office - The principal office for the transaction of business of the Corporation shall be located in the City of Los Angeles, County of Los Angeles, State of California. The Board of Directors (hereinafter called the "Board") is hereby granted full power and authority to change location of said principal office.

ARTICLE III
SHAREHOLDERS

Section 1. Annual Meetings - The annual meetings of shareholders shall be held at the principal office at 3:30 p.m. on the first Tuesday of April of each year if not a legal holiday and, if a legal holiday, at the same time on the next following business day, for the purpose of electing directors, consideration of reports of the affairs of the Corporation and for the transaction of any other business which is within the powers of the shareholders.

Section 2. Special Meetings - Special meetings of the shareholders for any purpose whatsoever may be called at any time by the Chairman of the Board, the President, or by one or more shareholders holding not less than ten percent of the voting power of the Corporation upon request in writing to the Chairman of the Board, the President, a Vice President or the Secretary. The business transacted at special meetings shall be confined to the purpose or purposes stated in the notice of such meetings.

Section 3. Notice of Meetings - Notice in writing of each annual or special meeting of shareholders shall be sent, or delivered personally, to each shareholder entitled thereto, not less than ten (10) nor more than sixty (60) days before the date of each meeting of shareholders unless a written waiver of notice or a consent to the holding of the meeting, or approval of the minutes is filed with the minutes of the meeting.

Section 4. Place of Meetings - All meetings of shareholders, whether annual or special, shall be held at the principal office of the Corporation or at such other place, within or without the State of California, as the Board may from time to time designate pursuant to authority hereinafter granted it. In the absence of any such designation shareholders' meetings shall be held at the principal office of the Corporation.

Section 5. Action Without a Meeting - Any action which may be taken at any annual or special meeting may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Directors may not be elected by written consent except by unanimous written consent of all shares entitled to vote for the election of directors.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Powers - Subject to the limitations of the Articles of Incorporation of the Corporation and of the California General Corporation Law as to action which shall be authorized or approved by the shareholders, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board.

Section 2. Exact Number - The number of directors of the Corporation shall be five (5) or such other number as may be fixed, from time to time and within the limits stated in the Articles of Incorporation, by resolution of the Board.

Section 3. Annual Meetings - Immediately following each annual meeting of shareholders, the Board shall hold its regular annual meeting for the purpose of organization, election of officers and the transaction of any other business.

Section 4. Special Meetings - Special meetings of the Board for any purpose or purposes whatsoever may be called by the Chairman of the Board, the President, or in the absence or inability of both such officers, by any Vice President, the Secretary, or by at least two of the directors at the time in office.

Section 5. Notice of Meetings - Notice of regular annual meetings the Board is hereby dispensed with. Notice of special meetings must be given at least four days in advance if given by mail, or at least forty-eight hours in advance if delivered personally or given by telephone or telegram.

Section 6. Place of Meetings - All meetings of the Board whether regular, annual or special meetings, shall be held at any place within or without the State of California which has been designated from time to time by resolution of the Board or in the notice of the meeting. In the absence of such designation all directors' meetings shall be held at the principal office of the Corporation.

Section 7. Quorum - Two members of the Board, or one-third of the authorized number of directors, whichever is larger, shall constitute a quorum of the Board for the transaction of business; provided, however, that vacancies on the Board may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, each such director so elected to hold office until his successor is elected at an annual or special meeting of the shareholders. The Board may fill vacancies occurring by reason of the removal of directors.

Section 8. Indemnification of Directors, Officers, Employees and Other Agents - The Corporation shall, to the maximum extent permitted by the General Corporation Law of California, indemnify each of its directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was a director or officer of the Corporation and shall advance to such director or officer expenses incurred defending any such proceeding to the maximum extent permitted by law. For purposes of this section, a "director" or "officer" of the Corporation includes any person who is or was a director or officer of the Corporation, or other enterprise, or was a director or officer of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation. The Board may in its discretion provide by resolution for such indemnification of, or advance of expenses to, other employees or agents of the Corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the California General Corporation Law.

Section 9. Action by Written Consent - Any action required or permitted to be taken by the Board under any provision of the California General Corporation Law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 10. Compensation of Directors - Directors and members of committees appointed by the Board shall receive such compensation, if any, for their services, and such reimbursement for their expenses, as may be fixed or determined by resolution of the Board.

Section 11. Authority to Designate Place of Shareholders' Meetings - The Board is hereby granted full power and authority to designate from time to time any place within or without the State of California for the holding of any shareholders' meeting, whether annual or special.

Section 12. Committees - The Board may, by resolution, appoint one or more committees, to consist of two or more of the directors of the Corporation, and subject to Section 311 of the California General Corporation Law, prescribe their duties and powers. A majority of the members of any such committee may determine its action and fix the time and place of its meetings unless the Board shall otherwise provide. The Board shall have the power at any time to fill vacancies in, to change the membership of, or to dissolve any such committee.

Section 13. Conference Calls - Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

ARTICLE V

OFFICERS

Section 1. Officers - The Officers of the Corporation shall be a Chairman of the Board or a President or both, a Vice President, a Secretary, a Chief Financial Officer who shall also be the Treasurer unless such an officer be elected, and a Comptroller. The Corporation may also have, at the discretion of the Board, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers and one or more Assistant Comptrollers. The Board may appoint such other officers as it may deem necessary or advisable, who shall have such authority and perform such duties as from time to time may be prescribed by the Board or the President. Any two or more offices may be held by the same person.

Section 2. Election and Removal - The officers of the Corporation shall be chosen annually by the Board at its regular annual meeting and each shall hold his office until the corresponding regular annual meeting of the Board in the next year and until his successor shall be elected and qualified unless he shall theretofore resign or shall be removed or otherwise disqualified to serve. The Board may remove any officer either with or without cause or under such other terms or conditions as it may prescribe. Vacancies may be filled by the Board as they may occur.

Section 3. Powers and Duties -

(a) Chairman of the Board - The Chairman of the Board, if such an officer be elected, shall preside at all meetings of the shareholders and of the Board of Directors and shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or prescribed by the Bylaws.

(b) President - The President shall be the chief executive officer of the Corporation, shall preside at all meetings of shareholders and of the Board in the absence of the Chairman, and shall have general supervision, direction and control of the business and affairs of the Corporation and its officers. He shall be an ex-officio member of all committees, and shall have such other powers and duties as may from time to time be assigned to him by the Board or prescribed by the Bylaws.

(c) Vice President - Each Vice President shall have such authority and shall perform such duties as shall from time to time be assigned to him by the Board, the President or the Bylaws.

(d) Secretary - The Secretary shall keep, or cause to be kept, a book of minutes, at the principal office and/or such other place or places as the Board may order, of all meetings of directors and shareholders, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those present at directors' meetings, the number of shares present or represented at shareholders' meetings, and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office or at the office or offices of the Corporation's transfer agent or agents, a share register, or a duplicate share register, showing the names of the shareholders and their addresses, the number and classes of shares held by each, the number and date of certificates issued for the same, and the number and date of cancellation of every certificate surrendered for cancellation.

The Secretary shall give, or cause to be given, notice of all the meetings of the shareholders and of the Board required by the Bylaws or by law to be given. He shall have charge and be custodian of the seal of the Corporation and of all books, papers, contracts, leases, deeds, securities and other documents or instruments of whatsoever kind which belong to or are in the Corporation's possession, except those pertaining to the office of the Chief Financial Officer, Treasurer or Comptroller.

He shall have such other powers and perform such other duties as may from time to time be prescribed by the Board, the President or the Bylaws, and he shall in general, subject to control of the Board, and the President, perform all the duties usually incident to the office of secretary of a corporation.

(e) Assistant Secretaries - Each Assistant Secretary shall assist the Secretary, and in the absence or disability of the Secretary any Assistant Secretary may perform the duties of the Secretary unless and until the contrary is expressed by the Board, and shall perform such other duties as shall be prescribed by the Board or the Secretary.

(f) Chief Financial Officer - The Chief Financial Officer, who shall also be the Treasurer, shall have custody of and be responsible for all the monies and funds of the Corporation. He shall deposit or cause to be deposited all Corporation monies, funds and other valuables in the name and to the credit of the Corporation in such bank or banks as in his judgment is proper or as shall be directed by the Board, or the President, and shall disburse the funds of the Corporation which have been duly approved for disbursement. He shall enter regularly, or cause to be entered, in the books of the Corporation to be kept by him for the purpose full and accurate accounts of all monies received and paid out by him on account of the Corporation.

He shall have such other powers and perform such other duties as may from time to time be prescribed by the Board, the President or the Bylaws, and he shall in general, subject to control of the Board and the President, perform all the duties usually incident to the office of treasurer of a corporation.

(g) Assistant Treasurers - Each Assistant Treasurer shall assist the Treasurer and, in the absence or disability of the Treasurer, any Assistant Treasurer may perform the duties of Treasurer unless and until the contrary is expressed by the Board, and shall perform such other duties as may be prescribed by the Board or the Treasurer.

(h) Comptroller - The Comptroller shall be the principal officer in charge of the general accounting books, accounting records and forms of the Corporation and shall see that all monies and obligations due the Corporation and all properties and assets are properly accounted for. He shall prepare or cause to be prepared the Corporation's balance sheets, income accounts and other financial statements and reports, and render to the President such periodic reports covering the result of operations of the Corporation as may be required.

He shall have such other powers and perform such other duties as may from time to time be prescribed by the Board, the President or the Bylaws, and he shall in general, subject to control of the Board and the President, perform all the duties usually incident to the office of comptroller of a corporation.

(i) Assistant Comptrollers - Each Assistant Comptroller shall assist the Comptroller and, in the absence or disability of the Comptroller any Assistant Comptroller may perform the duties of the Comptroller unless and until the contrary is expressed by the Board, and shall also perform such other duties as shall be prescribed by the Board or the Comptroller.

ARTICLE VI

MISCELLANEOUS

Section 1. Execution of Documents - Unless otherwise authorized or prescribed by the Board, all contracts, leases, deeds, deeds of trust, mortgages, bonds, indentures, endorsements, assignments, powers of attorney to transfer stock or for other purposes, and other documents and instruments of whatever kind shall be executed for and on behalf of the Corporation by the Chairman of the Board, the President, a Vice President, the Chief Financial Officer, the Treasurer or the Comptroller, or by any other such officer and the Secretary or an Assistant Secretary, who shall have authority to affix the corporate seal to the same.

The Board also may authorize any other officer or officers, or agent or agents, to execute any contract, document or instrument of whatever kind for and on behalf of the Corporation and such authority may be general or be confined to specific instances.

Section 2. Undertakings and Commitments - No undertaking, commitment, contract, instrument or document shall be binding upon the Corporation unless previously authorized or subsequently ratified by the Board or executed by an officer or officers or an agent or agents of the Corporation acting under powers conferred by the Board or by these Bylaws.

Section 3. Checks, Drafts, etc. - All checks, notes and other obligations for collection, deposit or transfer, and all checks and drafts for disbursement from Corporation funds, and all bills of exchange and promissory notes, and all acceptances, obligations and other instruments for the payment of money, shall be endorsed or signed by such officer or officers, agent or agents, as shall be thereunto authorized from time to time by the Board.

Section 4. Representation of Shares of Other Corporations - Shares standing in the name of the Corporation may be voted or represented and all rights incident thereto may be exercised on behalf of the Corporation by the Chairman of the Board, the President, a Vice President, the Secretary, the Chief Financial Officer, the Treasurer or the Comptroller, or by such other officers as to whom the Board may from time to time confer like powers.

ARTICLE VII

REPEAL OF BYLAWS

Section 1. All existing Bylaws of the Corporation and all amendments thereto are hereby repealed.

ARTICLE VIII

AMENDMENTS

Section 1. Power of Shareholders - New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote or written assent of shareholders entitled to exercise a majority of the voting power of the Corporation.

Section 2. Power of Directors - Subject to the right of the shareholders as provided in Section 1 of this Article VIII, Bylaws may be adopted, amended or repealed by the Board as provided or permitted by law.

ARTICLE IX

EMERGENCY

Section 1. "Emergency" as used in this Article means disorder, disturbance or damage caused by war, enemy attack, other warlike acts or disaster which prevents conduct and management of the affairs and business of the corporation by the Board and officers in the manner provided for in other Articles of these Bylaws. The powers and duties conferred and imposed by this Article, and any resolutions adopted pursuant thereto, shall be effective only during an emergency. This Article may be implemented from time to time by resolutions adopted by the Board before or during an emergency, or during an emergency by an Emergency Managing Committee constituted and then acting pursuant hereto. An emergency, once commenced, shall be deemed to continue until terminated by resolutions adopted for that purpose by the directors.

Section 2. If, during an emergency, it can be determined that vacancies on the Board exist and they are duly filled by the remaining directors or the sole remaining director pursuant to the provisions of Section 7 of ARTICLE IV of these Bylaws, then the following provisions of this Article shall not apply. If, however, vacancies are not so filled so as to obtain a quorum of the Board, then during any emergency the provisions of this Article and any implementing resolutions shall supersede any conflicting Article of these Bylaws or resolutions adopted pursuant thereto.

Section 3. During any emergency, the officers and employees of the corporation shall continue, so far as possible, to conduct the corporation's affairs and business under the guidance of the Board or any Emergency Managing Committee acting pursuant to this Article and in accordance with known orders of governmental authorities.

Section 4. If, during any emergency, a quorum of the Board is not available to serve, then the powers and duties of the corporation shall vest in and devolve upon an Emergency Managing Committee consisting of available directors, the president, if he is available, and as many Vice Presidents (or, in case of their inability, any other officers), as may be necessary from time to time to constitute a total of three Committee members. The president, if he is available, and any other one member of the Emergency Managing Committee shall constitute a quorum of the Committee for exercise of the powers conferred and performance of the duties imposed upon the Committee hereunder, but if the president is not available any two members of the Emergency Managing Committee shall constitute a quorum.